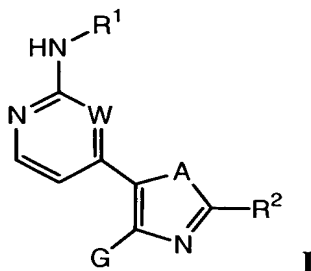


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AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound of formula I:



or a pharmaceutically acceptable ~~derivative~~ salt thereof, wherein:

W is nitrogen;

G is hydrogen or C₁₋₃ aliphatic ~~wherein one methylene unit of G is optionally replaced by~~
~~-C(O)-, -C(O)O-, -C(O)NH-, -SO₂-, or -SO₂NH-;~~

A is -N-T_(n)-R, ~~oxygen, or sulfur;~~

R¹ is selected from -T_(n)-R or -T_(n)-Ar¹;

each n is independently 0 or 1;

T is a C₁₋₄ alkylidene chain wherein one methylene unit of T is optionally replaced by -
C(O)-, -C(O)O-, -C(O)NH-, -SO₂-, or -SO₂NH-;

Ar¹ is a 3-7 membered monocyclic saturated, partially saturated or aromatic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 8-10 membered bicyclic saturated, partially saturated or aromatic ring having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein each member of Ar¹ is optionally substituted with one -Z-R³ and one to three additional groups independently selected from -R, halogen, oxo, -NO₂, -CN, -OR, -SR, -N(R)₂, -NRC(O)R, -NRC(O)N(R)₂, -NRCO₂R, -C(O)R, -CO₂R, -OC(O)R, -C(O)N(R)₂, -OC(O)N(R)₂, -S(O)R, -SO₂R, -SO₂N(R)₂, -NRSO₂R, -NRSO₂N(R)₂, -C(O)C(O)R, or -C(O)CH₂C(O)R;

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each R is independently selected from hydrogen or a C₁₋₆ aliphatic, wherein said aliphatic is optionally substituted with one to three groups independently selected from oxo, -CO₂R', -OR', -N(R')₂, -SR', -NO₂, -NR'C(O)R', -NR'C(O)N(R')₂, -NR'CO₂R', -C(O)R', -OC(O)R', -C(O)N(R')₂, -OC(O)N(R')₂, -S(O)R', -SO₂R', -SO₂N(R')₂, -NR'SO₂R', -NR'SO₂N(R')₂, -C(O)C(O)R', -C(O)CH₂C(O)R', halogen, or -CN, or two R bound to the same nitrogen atom are taken together with that nitrogen atom to form a five or six membered heterocyclic or heteroaryl ring having one to two additional heteroatoms independently selected from oxygen, nitrogen, or sulfur;

each R' is independently selected from hydrogen or C₁₋₆ aliphatic, wherein said aliphatic is optionally substituted with one to three groups independently selected from oxo, -CO₂H, -OH, -NH₂, -SH, -NO₂, -NHC(O)H, -NHC(O)NH₂, -NHCO₂H, -C(O)H, -OC(O)H, -C(O)NH₂, -OC(O)NH₂, -S(O)H, -SO₂H, -SO₂NH₂, -NH₂SO₂H, -NH₂SO₂NH₂, -C(O)C(O)H, -C(O)CH₂C(O)H, halogen, or -CN, or two R' bound to the same nitrogen atom are taken together with that nitrogen atom to form a five or six membered heterocyclic or heteroaryl ring optionally having one or two additional heteroatoms independently selected from nitrogen, oxygen, or sulfur;

Z is a C₁₋₆ alkylidene chain wherein up to two non-adjacent methylene units of Z are optionally replaced by -C(O)-, -C(O)O-, -C(O)C(O)-, -C(O)N(R)-, -OC(O)N(R)-, -N(R)N(R)-, -N(R)N(R)C(O)-, -N(R)C(O)-, -N(R)C(O)O-, -N(R)C(O)N(R)-, -S(O)-, -SO₂-, -N(R)SO₂-, -SO₂N(R)-, -N(R)SO₂N(R)-, -O-, -S-, or -N(R)-;

R² is -Q_(n)-Ar²;

Ar² is selected from a 3-7 membered monocyclic saturated, partially saturated or aromatic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 8-10 membered bicyclic saturated, partially saturated or aromatic ring having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein each member of Ar² is optionally substituted with 1-5 groups independently selected from -Z-R³, -R, halogen, oxo, -NO₂, -CN, -OR, -SR, -N(R)₂, -NRC(O)R, -NRC(O)N(R)₂, -NRCO₂R, -C(O)R, -CO₂R, -OC(O)R, -C(O)N(R)₂, -OC(O)N(R)₂, -S(O)R, -SO₂R, -SO₂N(R)₂, -N(R)SO₂R, -N(R)SO₂N(R)₂, -C(O)C(O)R, or -C(O)CH₂C(O)R;

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Q is a C₁₋₃ alkylidene chain ~~wherein up to two non-adjacent methylene units of Q are optionally replaced by C(O), C(O)O, C(O)C(O), C(O)N(R), OC(O)N(R), N(R)N(R), N(R)N(R)C(O), N(R)C(O), N(R)C(O)O, N(R)C(O)N(R), S(O), SO₂, N(R)SO₂, SO₂N(R), N(R)SO₂N(R), O, S, or N(R);~~

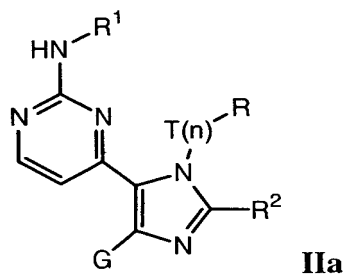
R³ is selected from -Ar³, -R, halogen, -NO₂, -CN, -OR, -SR, -N(R)₂, -NRC(O)R, -NRC(O)N(R)₂, -NRCO₂R, -C(O)R, -CO₂R, -OC(O)R, -C(O)N(R)₂, -OC(O)N(R)₂, -SOR, -SO₂R, -SO₂N(R)₂, -NRSO₂R, -NRSO₂N(R)₂, -C(O)C(O)R, or -C(O)CH₂C(O)R; and

Ar³ is a 5-6 membered saturated, partially saturated, or aromatic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein each member of Ar³ is optionally substituted with halogen, oxo, -CN, -NO₂, -R', -OR', -N(R')₂, -N(R')C(O)R', -N(R')C(O)N(R')₂, -N(R')CO₂R', -C(O)R', -CO₂R', -OC(O)R', -C(O)N(R')₂, -OC(O)N(R')₂, or -SO₂R';

provided that when ~~W is nitrogen and:~~

- (i) A is -N-T_(n)-R and R² is a saturated ring or
 - (ii) A is sulfur,
- then R¹ is other than an optionally substituted phenyl.

2. (Currently amended) The compound according to claim 1, wherein said compound has formula **IIa**:



or a pharmaceutically acceptable ~~derivative~~ salt thereof.

3. (Original) The compound according to claim 2, wherein said compound has one or more features selected from the group consisting of:

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(a) R^1 is hydrogen, Ar^1 or $-T-Ar^1$ wherein T is a C_{1-4} alkylidene chain and Ar^1 is a 6-membered saturated, partially saturated, or aryl ring having zero to two heteroatoms independently selected from nitrogen, oxygen, or sulfur, and wherein each member of R^1 is optionally substituted with one $-Z-R^3$ and one to three additional groups independently selected from $-CO_2R$, $-OR$, halogen, $-NRSO_2R$, $-SO_2N(R)_2$, $-NRCON(R)_2$, $-NO_2$, or $-N(R)_2$;

(b) R^2 is Ar^2 or $-CH_2-Ar^2$ wherein Ar^2 is selected from 5-6 membered ring selected from carbocyclic, aryl, or a heterocyclyl or heteroaryl ring having one to two heteroatoms independently selected from nitrogen, oxygen or sulfur, and wherein Ar^2 is optionally substituted with one to five groups independently selected from $-Z-R^3$, $-R$, halogen, $-NO_2$, $-CN$, $-OR$, $-SR$, $-N(R)_2$, $-NRC(O)R$, $-NRC(O)N(R)_2$, $-NRCO_2R$, $-C(O)R$, $-CO_2R$, $-C(O)N(R)_2$, $-OC(O)N(R)_2$, $-S(O)R$, $-SO_2R$, $-SO_2N(R)_2$, $-N(R)SO_2R$, $-N(R)SO_2N(R)_2$, $-C(O)C(O)R$, or $-C(O)CH_2C(O)R$; and

(c) G is hydrogen.

4. (Original) The compound according to claim 3, wherein said compound has one or more features selected from the group consisting of:

(a) R^1 is selected from a phenyl, benzyl, pyridyl, piperidinyl, or cyclohexyl ring, wherein said ring is optionally substituted with benzyloxy, phenoxy, $-SO_2NH_2$, $-OH$, $-NO_2$, $-NH_2$, $-OMe$, $-Br$, $-Cl$, $-CO_2Me$, $-NHSO_2Me$, $-NHSO_2Et$, $-NHCON(Me)_2$, $-NHCON(Et)_2$, $-NHCOPyrrolidin-1-yl$, $-NHCOMorpholin-4-yl$, $-O-CH_2$ -phenyl, $-O(CH_2)_3OH$, $-O(CH_2)_3NH(CH_2)_2OH$, $-O(CH_2)_2NH(CH_2)_2OH$, $-O(CH_2)_3N(hydroxyethyl)(methyl)$, $-O(CH_2)_3pyrrolidin-1-yl$, $-O(CH_2)_2morpholin-4-yl$, $-O(CH_2)_3N(Me)_2$, $-O(CH_2)_3N(Et)_2$, $-O(CH_2)_3(4-hydroxyethyl piperazin-1-yl)$, $-O(CH_2)_3piperazin-1-yl$, $-O(CH_2)_3(4-hydroxymethylpiperidin-1-yl)$, $-O(CH_2)_3(4-hydroxypiperidin-1-yl)$, $-NHCO(CH_2)_3N(Me)_2$, $-NHCO(CH_2)_3NCOCH_3$, $-NHCOCH_2pyridin-2-yl$, $-NHCOCH_2(2-aminothiazol-4-yl)$, $-NHCOCH_2cyclopropyl$, $-NHCO(CH_2)_2N(Et)_2$, $-NHCO(CH_2)_2(piperazin-2,5-dione-3-yl)$, $-NHCO_2CH_2tetrahydrofuran-2-yl$, $-NHCO_2tetrahydrofuran-2-yl$, $-NHCO_2tetrahydropyran-4-yl$, or $-NHCO_2CH_2tetrahydropyran-2-yl$;

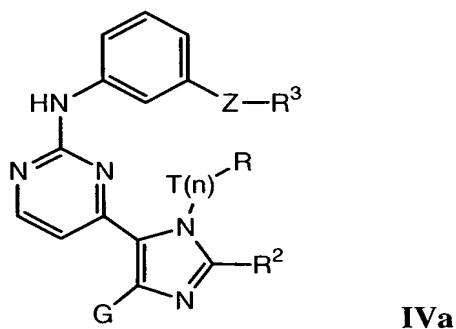
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(b) R^2 is selected from phenyl, pyridyl, pyrimidinyl, cyclohexyl, piperidinyl, furanyl, or benzyl, wherein R^2 is optionally substituted with phenyl, phenoxy, benzyl, benzyloxy, pyridyl, 3-hydroxyphenyl, 2-hydroxyphenyl, 3-aminophenyl, N-BOC-pyrrolyl, 4-chlorophenyl, 3-ethoxypyridyl, 2-methoxypyridyl, 2,5-dimethylisoxazolyl, 3-ethoxyphenyl, 4-isopropylphenyl, 4-F-3-Cl-phenyl, pyrrolyl, pyrimidinyl, chloro, bromo, fluoro, trifluoromethyl, -OH, -NH₂, methyl, methoxy, or ethoxy; and

(c) G is hydrogen.

5-11. (Canceled)

12. (Currently amended) The compound according to claim 1, wherein said compound has the formula **IVa**:



or a pharmaceutically acceptable ~~derivative~~ salt thereof.

13. (Original) The compound according to claim 12, wherein said compound has one or more features selected from the group consisting of:

(a) R^2 is Ar^2 or $-CH_2-Ar^2$ wherein Ar^2 is selected from 5-6 membered ring selected from carbocyclic, aryl, or a heterocyclyl or heteroaryl ring having one to two heteroatoms independently selected from nitrogen, oxygen or sulfur, and wherein Ar^2 is optionally substituted by wherein Ar^2 is optionally substituted with one to five groups independently selected from $-Z-R^3$, $-R$, halogen, $-NO_2$, $-CN$, $-OR$, $-SR$, $-N(R)_2$, $-NRC(O)R$, $-NRC(O)N(R)_2$, $-NRCO_2R$, $-C(O)R$, $-CO_2R$, $-C(O)N(R)_2$, $-OC(O)N(R)_2$, $-S(O)R$, $-SO_2R$, $-SO_2N(R)_2$, $-N(R)SO_2R$, $-N(R)SO_2N(R)_2$, $-C(O)C(O)R$, or $-C(O)CH_2C(O)R$;

(b) G is hydrogen;

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(c) Z is a C₁₋₄ alkylidene chain wherein one methylene unit of Z is optionally replaced by -O-, -NH-, -NHC(O)-, -NHC(O)O-, -NHSO₂-, -C(O)NH-; and

(d) R³ is selected from -N(R)₂, -NHC(O)R, or Ar³ wherein Ar³ is a 5-6 membered heterocyclic or heteroaryl ring having one to two heteroatoms independently selected from nitrogen, oxygen, or sulfur and Ar³ is optionally substituted with -R', -OR', -N(R')₂, or oxo.

14. (Original) The compound according to claim 13, wherein said compound has one or more features selected from the group consisting of:

(a) R² is selected from phenyl, pyridyl, pyrimidinyl, cyclohexyl, piperidinyl, furanyl, or benzyl, wherein each member of R² is optionally substituted with phenyl, phenoxy, benzyl, benzyloxy, pyridyl, 3-hydroxyphenyl, 2-hydroxyphenyl, 3-aminophenyl, N-BOC-pyrrolyl, 4-chlorophenyl, 3-ethoxypyridyl, 2-methoxypyridyl, 2,5-dimethylisoxazolyl, 3-ethoxyphenyl, 4-isopropylphenyl, 4-F-3-Cl-phenyl, pyrrolyl, pyrimidinyl, chloro, bromo, fluoro, trifluoromethyl, -OH, -NH₂, methyl, methoxy, or ethoxy;

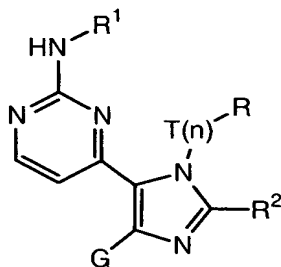
(b) G is hydrogen; and

(c) -Z-R³ is selected from -O-CH₂-phenyl, -O(CH₂)₃OH, -O(CH₂)₃NH(CH₂)₂OH, -O(CH₂)₂NH(CH₂)₂OH, -O(CH₂)₃N(hydroxyethyl)(methyl), -O(CH₂)₃pyrrolidin-1-yl, -O(CH₂)₂morpholin-4-yl, -O(CH₂)₃N(Me)₂, -O(CH₂)₃N(Et)₂, -O(CH₂)₃(4-hydroxyethyl piperazin-1-yl), -O(CH₂)₃piperazin-1-yl, -O(CH₂)₃(4-hydroxymethylpiperidin-1-yl), -O(CH₂)₃(4-hydroxypiperidin-1-yl), -NHCO(CH₂)₃N(Me)₂, -NHCO(CH₂)₃NCOCH₃, -NHCOCH₂pyridin-2-yl, -NHCOCH₂(2-aminothiazol-4-yl), -NHCOCH₂cyclopropyl, -NHCO(CH₂)₂N(Et)₂, -NHCO(CH₂)₂-(piperazin-2,5-dione-3-yl), -NHC(O)-pyrrolidin-1-yl, -NHCOMorpholin-4-yl, -NHCO₂CH₂tetrahydrofuran-2-yl, -NHCO₂tetrahydrofuran-2-yl, -NHCO₂tetrahydropyran-4-yl, or -NHCO₂CH₂tetrahydropyran-2-yl.

15-17. (Canceled)

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18. (Currently amended) The compound according to claim 1 selected from one of the following compounds of formula IIa: ~~those listed in Tables 1-3.~~



IIa

No. IIa-	G	-T _(n) -R	R ¹	R ²
1	H	H	4-Cl-phenyl	Ph
2	H	H	4-F-phenyl	Ph
3	H	H	3-OMe-Ph	Ph
4	H	H	3,5-(OMe) ₂ -Ph	Ph
5	H	CH ₃	4-Cl-phenyl	pyridin-3-yl
6	H	CH ₃	4-F-phenyl	pyridin-3-yl
7	H	CH ₃	Ph	pyridin-3-yl
8	H	CH ₃	3-BnO-Ph	pyridin-3-yl
9	H	CH ₃	6-Cl-pyridin-3-yl	pyridin-3-yl
10	H	CH ₂ OCH ₃	4-Cl-phenyl	Ph
11	H	CH ₂ OCH ₃	4-F-phenyl	Ph
12	H	CH ₂ OCH ₃	Ph	Ph
13	H	CH ₂ OCH ₃	4-NO ₂ -Ph	Ph
14	H	CH ₂ OCH ₃	3-OMe-Ph	Ph
15	H	CH ₂ OCH ₃	3,5-(OMe) ₂ -Ph	Ph
16	H	CH ₂ OCH ₃	3-Br-Ph	Ph
17	H	CH ₂ OCH ₃	3-BnO-Ph	Ph
18	H	CH ₃	3-OMe-Ph	pyridin-3-yl
19	H	CH ₃	3,5-(OMe) ₂ -Ph	pyridin-3-yl
20	H	CH ₃	3-Br-Ph	pyridin-3-yl
21	H	CH ₃	4-NO ₂ -Ph	pyridin-3-yl
22	H	CH ₃	3-CO ₂ CH ₃ -Ph	pyridin-3-yl
23	H	H	4-Cl-Ph	-CH ₂ -(2,6-di-Cl)-Ph
24	H	H	4-F-Ph	-CH ₂ -(2,6-di-Cl)-Ph
25	H	H	3-OMe-Ph	-CH ₂ -(2,6-di-Cl)-Ph
26	H	H	3,5-(OMe) ₂ -Ph	-CH ₂ -(2,6-di-Cl)-Ph
27	H	H	3-Br-Ph	-CH ₂ -(2,6-di-Cl)-Ph
28	H	H	Ph	-CH ₂ -(2,6-di-Cl)-Ph
29	H	H	3-BnO-Ph	-CH ₂ -(2,6-di-Cl)-Ph
30	H	H	4-NO ₂ -Ph	-CH ₂ -(2,6-di-Cl)-Ph
31	H	H	3-CO ₂ CH ₃ -Ph	-CH ₂ -(2,6-di-Cl)-Ph
32	H	H	6-Cl-pyridin-3-yl	-CH ₂ -(2,6-di-Cl)-Ph

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No. IIa-	G	-T _(n) -R	R ¹	R ²
33	H	H	cyclohexyl	-CH ₂ -(2,6-di-Cl)-Ph
34	H	CH ₂ OCH ₃	3-Cl-Ph	Ph
35	H	CH ₃	3-Cl-Ph	pyridin-3-yl
36	H	H	H	4-CO ₂ H-phenyl
37	H	H	H	4-Cl-phenyl
38	H	H	H	4-CF ₃ -phenyl
39	H	H	H	4-CH ₃ -phenyl
40	H	H	H	2-Cl-phenyl
41	H	H	H	4-OCH ₃ -phenyl
42	H	H	Ph	4-Cl-phenyl
43	H	H	Ph	4-CF ₃ -phenyl
44	H	H	Ph	4-CH ₃ -phenyl
45	H	H	CH ₂ Ph	pyridin-3-yl
46	H	H	COPh	4-Cl-phenyl
47	H	H	COPh	4-CF ₃ -phenyl
48	H	H	COPh	4-CH ₃ -phenyl
49	H	H	CONHCH ₂ Ph	4-Cl-phenyl
50	H	H	CONHCH ₂ Ph	4-CF ₃ -phenyl
51	H	H	CONHCH ₂ Ph	4-CH ₃ -phenyl
52	H	H	SO ₂ Me	CH ₂ Ph
53	H	H	Ph	thiazol-2-yl
54	H	H	cyclohexyl	piperidin-1-yl
55	H	H	cyclohexyl	4-CONHMe-phenyl
56	H	H	Ph	Ph
57	H	H	CH ₂ Ph	CH ₂ Ph
58	H	H	H	CH ₂ Ph
59	H	H	H	Ph
60	H	H	3-OBn-Ph	Ph
61	H	H	3-SO ₂ NH ₂ -Ph	Ph
62	H	H	3-OH-Ph	Ph
63	H	H	4-OBn-Ph	Ph
64	H	H	3-NO ₂ -Ph	3-OMe-Ph
65	H	H	3-NH ₂ -Ph	3-OMe-Ph
66	H	H	3-NO ₂ -Ph	3-OH-Ph
67	H	H	Ph	3-OBn-Ph
68	H	H	3-NO ₂ -Ph	3-OBn-Ph
69	H	H	3-NO ₂ -Ph	3-OBn-Ph
70	H	H	3-OBn-Ph	3-pyridyl
71	H	H	3-OH-Ph	3-pyridyl
72	H	H	3-NH ₂ -Ph	3-Br-Ph
73	H	H	3-NH ₂ -Ph	3-OPh-Ph
74	H	H	3-OBn-Ph	5-Br-3-pyridyl

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No. IIa-	G	-T _(n) -R	R ¹	R ²
75	H	H	Ph	3-OPh-Ph
76	H	H	3-OH-Ph	3-OBn-Ph
77	H	H	3-OH-Ph	3-OPh-Ph
78	H	H	3-OH-Ph	3-OH-Ph
79	H	H	3-OH-Ph	3-Br-Ph
80	H	H	3-OBn-Ph	3-Br-Ph
81	H	H	3-OH-Ph	3-(3-OH-Ph)-Ph
82	H	H	3-OH-Ph	3-(3-OEt-Ph)-Ph
83	H	H	3-OH-Ph	3-(3-pyridyl)-Ph
84	H	H	3-OBn-Ph	5-Ph-pyridin-3-yl
85	H	H	3-OBn-Ph	5-Br-3-pyridyl
86	H	H	3-OBn-Ph	5-Ph-3-pyridyl
87	H	H	4-OH-Ph	Ph
88	H	H	3-OH-Ph	5-Ph-pyridin-3-yl
89	H	H	3-OH-Ph	3-(3-NH ₂ -Ph)-Ph
90	H	H	3-OH-Ph	3-(3-Cl,4-F-Ph)-Ph
91	H	H	3-OH-Ph	3-(4- <i>i</i> Pr-Ph)-Ph
92	H	H	3-NO ₂ -Ph	5-Ph-pyridin-3-yl
93	H	H	3-OH-Ph	3-(3-N-Boc-pyrrol-2-yl)-Ph
94	H	H	3-NHSO ₂ Me-Ph	3-pyridyl
95	H	H	3-NHSO ₂ Et-Ph	3-pyridyl
96	H	H	3-SO ₂ NH ₂ -Ph	3-pyridyl
97	H	H	3-OH-Ph	3-(2-OH-Ph)-Ph
98	H	H	3-OH-Ph	3-(3-pyrrol-2-yl)-Ph
99	H	H	3-OH-Ph	3-(6-OMe-pyridin-2-yl)-Ph
100	H	H	3-OH-Ph	3-(5-OMe-pyridin-2-yl)-Ph
101	H	H	3-OH-Ph	3-(2,5-Me ₂ -isoxazol-4-yl)-Ph
102	H	H	3-OH-Ph	3-(pyridin-4-yl)-Ph
103	H	CH ₃	H	4-CO ₂ H-phenyl
104	H	CH ₃	H	4-Cl-phenyl
105	H	CH ₃	H	4-CF ₃ -phenyl
106	H	CH ₃	H	4-CH ₃ -phenyl
107	H	CH ₃	H	2-Cl-phenyl
108	H	CH ₃	H	4-OCH ₃ -phenyl
109	H	CH ₃	Ph	4-Cl-phenyl
110	H	CH ₃	Ph	4-CF ₃ -phenyl
111	H	CH ₃	Ph	4-CH ₃ -phenyl
112	H	CH ₃	CH ₂ Ph	pyridin-3-yl
113	H	CH ₃	COPh	4-Cl-phenyl
114	H	CH ₃	COPh	4-CF ₃ -phenyl
115	H	CH ₃	COPh	4-CH ₃ -phenyl
116	H	CH ₃	CONHCH ₂ Ph	4-Cl-phenyl

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No. IIa-	G	-T _(n) -R	R ¹	R ²
117	H	CH ₃	CONHCH ₂ Ph	4-CF ₃ -phenyl
118	H	CH ₃	CONHCH ₂ Ph	4-CH ₃ -phenyl
119	H	CH ₃	SO ₂ Me	CH ₂ Ph
120	H	CH ₃	Ph	thiazol-2-yl
121	H	CH ₃	cyclohexyl	piperidin-1-yl
122	H	CH ₃	cyclohexyl	4-CONHMe-phenyl
123	H	CH ₃	Ph	Ph
124	H	CH ₃	CH ₂ Ph	CH ₂ Ph
125	H	CH ₃	H	CH ₂ Ph
126	H	CH ₃	H	Ph
127	H	CH ₃	3-OBn-Ph	Ph
128	H	CH ₃	3-SO ₂ NH ₂ -Ph	Ph
129	H	CH ₃	3-OH-Ph	Ph
130	H	CH ₃	4-OBn-Ph	Ph
131	H	CH ₃	3-NO ₂ -Ph	3-OMe-Ph
132	H	CH ₃	3-NH ₂ -Ph	3-OMe-Ph
133	H	CH ₃	3-NO ₂ -Ph	3-OH-Ph
134	H	CH ₃	Ph	3-OBn-Ph
135	H	CH ₃	3-NO ₂ -Ph	3-OBn-Ph
136	H	CH ₃	3-NO ₂ -Ph	3-OBn-Ph
137	H	CH ₃	3-OH-Ph	3-pyridyl
138	H	CH ₃	3-NH ₂ -Ph	3-Br-Ph
139	H	CH ₃	3-NH ₂ -Ph	3-OPh-Ph
140	H	CH ₃	3-OBn-Ph	5-Br-3-pyridyl
141	H	CH ₃	Ph	3-OPh-Ph
142	H	CH ₃	3-OH-Ph	3-OBn-Ph
143	H	CH ₃	3-OH-Ph	3-OPh-Ph
144	H	CH ₃	3-OH-Ph	3-OH-Ph
145	H	CH ₃	3-OH-Ph	3-Br-Ph
146	H	CH ₃	3-OBn-Ph	3-Br-Ph
147	H	CH ₃	3-OH-Ph	3-(3-OH-Ph)-Ph
148	H	CH ₃	3-OH-Ph	3-(3-OEt-Ph)-Ph
149	H	CH ₃	3-OH-Ph	3-(3-pyridyl)-Ph
150	H	CH ₃	3-OBn-Ph	5-Ph-pyridin-3-yl
151	H	CH ₃	3-OBn-Ph	5-Br-3-pyridyl
152	H	CH ₃	3-OBn-Ph	5-Ph-3-pyridyl
153	H	CH ₃	4-OH-Ph	Ph
154	H	CH ₃	3-OH-Ph	5-Ph-pyridin-3-yl
155	H	CH ₃	3-OH-Ph	3-(3-NH ₂ -Ph)-Ph
156	H	CH ₃	3-OH-Ph	3-(3-Cl,4-F-Ph)-Ph
157	H	CH ₃	3-OH-Ph	3-(4- <i>i</i> Pr-Ph)-Ph
158	H	CH ₃	3-NO ₂ -Ph	5-Ph-pyridin-3-yl

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159	H	CH ₃	3-OH-Ph	3-(3-N-Boc-pyrrol-2-yl)-Ph
160	H	CH ₃	3-NHSO ₂ Me-Ph	3-pyridyl
161	H	CH ₃	3-NHSO ₂ Et-Ph	3-pyridyl
162	H	CH ₃	3-OMe-Ph	Ph
163	H	CH ₃	3-SO ₂ NH ₂ -Ph	3-pyridyl
164	H	CH ₃	3-OH-Ph	3-(2-OH-Ph)-Ph
165	H	CH ₃	3-OH-Ph	3-(3-pyrrol-2-yl)-Ph
166	H	CH ₃	3-OH-Ph	3-(6-OMe-pyridin-2-yl)-Ph
167	H	CH ₃	3-OH-Ph	3-(5-OMe-pyridin-2-yl)-Ph
168	H	CH ₃	3-OH-Ph	3-(2,5-Me ₂ -isoxazol-4-yl)-Ph
169	H	CH ₃	3-OH-Ph	3-(pyridin-4-yl)-Ph
170	H	CH ₂ OCH ₃	H	4-CO ₂ H-phenyl
171	H	CH ₂ OCH ₃	H	4-Cl-phenyl
172	H	CH ₂ OCH ₃	H	4-CF ₃ -phenyl
173	H	CH ₂ OCH ₃	H	4-CH ₃ -phenyl
174	H	CH ₂ OCH ₃	H	2-Cl-phenyl
175	H	CH ₂ OCH ₃	H	4-OCH ₃ -phenyl
176	H	CH ₂ OCH ₃	Ph	4-Cl-phenyl
177	H	CH ₂ OCH ₃	Ph	4-CF ₃ -phenyl
178	H	CH ₂ OCH ₃	Ph	4-CH ₃ -phenyl
179	H	CH ₂ OCH ₃	CH ₂ Ph	pyridin-3-yl
180	H	CH ₂ OCH ₃	COPh	4-Cl-phenyl
181	H	CH ₂ OCH ₃	COPh	4-CF ₃ -phenyl
182	H	CH ₂ OCH ₃	COPh	4-CH ₃ -phenyl
183	H	CH ₂ OCH ₃	CONHCH ₂ Ph	4-Cl-phenyl
184	H	CH ₂ OCH ₃	CONHCH ₂ Ph	4-CF ₃ -phenyl
185	H	CH ₂ OCH ₃	CONHCH ₂ Ph	4-CH ₃ -phenyl
186	H	CH ₂ OCH ₃	SO ₂ Me	CH ₂ Ph
187	H	CH ₂ OCH ₃	Ph	thiazol-2-yl
188	H	CH ₂ OCH ₃	cyclohexyl	piperidin-1-yl
189	H	CH ₂ OCH ₃	cyclohexyl	4-CONHMe-phenyl
190	H	CH ₂ OCH ₃	CH ₂ Ph	CH ₂ Ph
191	H	CH ₂ OCH ₃	H	CH ₂ Ph
192	H	CH ₂ OCH ₃	H	Ph
193	H	CH ₂ OCH ₃	3-SO ₂ NH ₂ -Ph	Ph
194	H	CH ₂ OCH ₃	3-OH-Ph	Ph
195	H	CH ₂ OCH ₃	4-OBn-Ph	Ph
196	H	CH ₂ OCH ₃	3-NO ₂ -Ph	3-OMe-Ph
197	H	CH ₂ OCH ₃	3-NH ₂ -Ph	3-OMe-Ph
198	H	CH ₂ OCH ₃	3-NO ₂ -Ph	3-OH-Ph
199	H	CH ₂ OCH ₃	Ph	3-OBn-Ph
200	H	CH ₂ OCH ₃	3-NO ₂ -Ph	3-OBn-Ph

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No. IIa-	G	-T _(n) -R	R ¹	R ²
201	H	CH ₂ OCH ₃	3-NO ₂ -Ph	3-OBn-Ph
202	H	CH ₂ OCH ₃	3-OBn-Ph	3-pyridyl
203	H	CH ₂ OCH ₃	3-OH-Ph	3-pyridyl
204	H	CH ₂ OCH ₃	3-NH ₂ -Ph	3-Br-Ph
205	H	CH ₂ OCH ₃	3-NH ₂ -Ph	3-OPh-Ph
206	H	CH ₂ OCH ₃	3-OBn-Ph	5-Br-3-pyridyl
207	H	CH ₂ OCH ₃	Ph	3-OPh-Ph
208	H	CH ₂ OCH ₃	3-OH-Ph	3-OBn-Ph
209	H	CH ₂ OCH ₃	3-OH-Ph	3-OPh-Ph
210	H	CH ₂ OCH ₃	3-OH-Ph	3-OH-Ph
211	H	CH ₂ OCH ₃	3-OH-Ph	3-Br-Ph
212	H	CH ₂ OCH ₃	3-OBn-Ph	3-Br-Ph
213	H	CH ₂ OCH ₃	3-OH-Ph	3-(3-OH-Ph)-Ph
214	H	CH ₂ OCH ₃	3-OH-Ph	3-(3-OEt-Ph)-Ph
215	H	CH ₂ OCH ₃	3-OH-Ph	3-(3-pyridyl)-Ph
216	H	CH ₂ OCH ₃	3-OBn-Ph	5-Ph-pyridin-3-yl
217	H	CH ₂ OCH ₃	3-OBn-Ph	5-Br-3-pyridyl
218	H	CH ₂ OCH ₃	3-OBn-Ph	5-Ph-3-pyridyl
219	H	CH ₂ OCH ₃	4-OH-Ph	Ph
220	H	CH ₂ OCH ₃	3-OH-Ph	5-Ph-pyridin-3-yl
221	H	CH ₂ OCH ₃	3-OH-Ph	3-(3-NH ₂ -Ph)-Ph
222	H	CH ₂ OCH ₃	3-OH-Ph	3-(3-Cl,4-F-Ph)-Ph
223	H	CH ₂ OCH ₃	3-OH-Ph	3-(4- <i>i</i> Pr-Ph)-Ph
224	H	CH ₂ OCH ₃	3-NO ₂ -Ph	5-Ph-pyridin-3-yl
225	H	CH ₂ OCH ₃	3-OH-Ph	3-(3-N-Boc-pyrrol-2-yl)-Ph
226	H	CH ₂ OCH ₃	3-NHSO ₂ Me-Ph	3-pyridyl
227	H	CH ₂ OCH ₃	3-NHSO ₂ Et-Ph	3-pyridyl
228	H	CH ₂ OCH ₃	3-SO ₂ NH ₂ -Ph	3-pyridyl
229	H	CH ₂ OCH ₃	3-OH-Ph	3-(2-OH-Ph)-Ph
230	H	CH ₂ OCH ₃	3-OH-Ph	3-(3-pyrrol-2-yl)-Ph
231	H	CH ₂ OCH ₃	3-OH-Ph	3-(6-OMe-pyridin-2-yl)-Ph
232	H	CH ₂ OCH ₃	3-OH-Ph	3-(5-OMe-pyridin-2-yl)-Ph
233	H	CH ₂ OCH ₃	3-OH-Ph	3-(2,5-Me ₂ -isoxazol-4-yl)-Ph
234	H	CH ₂ OCH ₃	3-OH-Ph	3-(pyridin-4-yl)-Ph

19. (Currently amended) A composition comprising a compound according to any one of claims 1-4, 12-14 or 18 ~~1 to 18~~, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

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20. (Currently amended) The composition according to claim 19, additionally comprising a therapeutic agent that is ~~selected from an anti-proliferative agent, an anti-inflammatory agent, an immunomodulatory agent, a neurotrophic factor, an agent for treating cardiovascular disease, an agent for treating liver disease, an anti-viral agent, an agent for treating blood disorders, an agent for treating diabetes, an agent for treating immunodeficiency disorders, or an agent for treating cancer.~~

21-22. (Canceled)

23. (Currently amended) A method of treating or lessening the severity of colon cancer ~~an inflammatory disease, autoimmune disease, destructive bone disorder, proliferative disorder, infectious disease, neurodegenerative disease, allergy, reperfusion/ischemia in stroke, heart attack, angiogenic disorder, organ hypoxia, vascular hyperplasia, cardiac hypertrophy, thrombin-induced platelet aggregation, or a condition associated with proinflammatory cytokines,~~ comprising the step of administering to said patient a composition according to claim 19.

24-35. (Canceled)

36. (Currently amended) The method according to claim ~~[[22]]~~ 23, comprising the additional step of administering to said patient an additional therapeutic agent that is ~~selected from an anti-proliferative agent, an anti-inflammatory agent, an immunomodulatory agent, a neurotrophic factor, an agent for treating cardiovascular disease, an agent for treating liver disease, an anti-viral agent, an agent for treating blood disorders, an agent for treating diabetes, or an agent for treating immunodeficiency disorders,~~ wherein:

said additional therapeutic agent is appropriate for the disease being treated; and

said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

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37. (Original) A composition for coating an implantable device comprising a compound according to claim 1 and a carrier suitable for coating said implantable device.

38. (Canceled)